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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND ALLOWING  
PROOF OF CLAIM NUMBER 16442 AND (II) DISALLOWING AND EXPUNGING PROOF  
OF CLAIM NUMBER 5119  
(HAROLD WOODSON)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Harold Woodson ("Woodson") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Proofs Of Claim Number 16442 And (II) Disallowing And Expunging Proof Of Claim Number 5119 (Harold Woodson) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Woodson filed proof of claim number 5119 ("Proof of Claim 5119") against Delphi on May 8, which asserts an unsecured non-priority claim (the "Claim"), and on November 21, 2006 amended that proof of claim and the Claim by filing proof of claim number 16442.

WHEREAS the Debtors objected to Proof of Claim 5119 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on March 26, 2007, in order to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi and Woodson entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Claim shall be allowed against Delphi in the amount of \$15,000.00.

WHEREAS Delphi is authorized to enter into this Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29, 2006.

THEREFORE, Delphi and Woodson stipulate and agree as follows:

1. The Claim, as asserted by proof of claim number 16442, shall be allowed in the amount of \$15,000.00 and shall be treated as an allowed general unsecured non-priority claim.

2. Proof of claim number 5119 is hereby disallowed and expunged in its entirety.

So Ordered in New York, New York, this 16th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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